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AUG 12 '05 4-08 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

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August 12, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease, dated as of February 1, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, OH 43537
Lessee:	Wellman, Inc. P.O. Box 100542 Melter Road Darlington, SC 29532

Mr. Vernon A. Williams
August 12, 2005
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A description of the railroad equipment covered by the enclosed document is:

39 cars within the series AEX 7556 - AEX 8473 as more particularly set forth in the equipment schedule attached to the document.

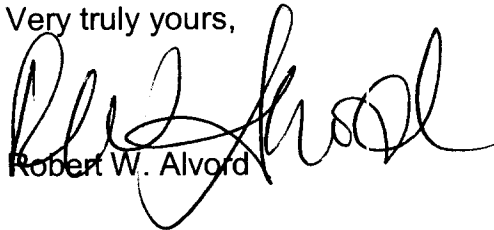
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

AUG 12 '05

4-08 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 1st day of February, 2003, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at P.O. Box 100542, McIver Road, Darlington, SC, 29532 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of July 7, 1993, the "Master Lease", and Deal #199301-WEL12, R0005 dated as of February 17, 2003 (the "Assigned Schedule"), whereby Lessor leases to Lessee thirty-nine (39) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of one hundred thirty two (132) months starting the first day of the month following delivery of the last Car.
2. Lessee has no option to purchase Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

WELLMAN, INC.

By: Barbara RuckerTitle: Logistics CoordinatorSTATE OF S.C.COUNTY OF Florence) SS:

The foregoing instrument was acknowledged before me this 26th day of August, 2003, by _____, the _____ of _____, a _____ corporation, on behalf of the corporation.

Carole H. Howell
Notary Public

My commission expires April 2, 2008

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. ShahTitle: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 2ND day of SEPTEMBER, 2003, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

R. Thomas Connolly
Notary Public

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 1-13-2007

Exhibit A**Wellman, Inc.****Rider #199301-WEL12****Deal #00005**

Car Numbers			Car Numbers		
1	AEX	8402	21	AEX	8416
2	AEX	8404	22	AEX	8417
3	AEX	8408	23	AEX	8418
4	AEX	8409	24	AEX	8422
5	AEX	8411	25	AEX	8426
6	AEX	8413	26	AEX	8428
7	AEX	8414	27	AEX	8473
8	AEX	8420	28	AEX	8444 ✓
9	AEX	8421	29	AEX	8447 ✓
10	AEX	8423	30	AEX	8455 ✓
11	AEX	8432	31	AEX	8457 ✓
12	AEX	8435	32	AEX	8463 ✓
13	AEX	8437	33	AEX	8468 ✓
14	AEX	8442	34	AEX	8470 ✓
15	AEX	8448	35	AEX	8471 ✓
16	AEX	8449	36	AEX	7556 ✓
17	AEX	8451	37	AEX	8245 ✓
18	AEX	8452	38	AEX	8262 ✓
19	AEX	8453	39	AEX	8266 ✓
20	AEX	8460			

arrived 8/7


R:\Documents\Car Number Exhibits\199301-WEL12.xls]Sheet1

Note: 7/23/03 Revised exhibit

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 12, 2005

A handwritten signature in cursive script, reading "Edward M. Luria", written over a horizontal line.

Edward M. Luria